

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**W.R. GRACE & CO., et al.,**

## Debtors.

)  
) **Chapter 11**  
) **Case No. 01-1139 (KJC)**  
) **(Jointly Administered)**  
)  
) **Related Dkt. No. 30671, 30689**

**FIRST SUPPLEMENTAL DECLARATION UNDER  
FED. R. BANKR. P. 2014 AND 5002 IN SUPPORT OF THE  
ORDER APPOINTING ROGER FRANKEL AS SUCCESSOR  
ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE**

I, Roger Frankel, state:

1. I am the Court appointed Asbestos PI Future Claimants' Representative in these chapter 11 cases (the "FCR"). I am admitted to practice law before the Bars of the District of Columbia and the State of Maryland, and execute this First Supplemental Declaration as the FCR in these cases ("First Supplemental Declaration").

2. On May 24, 2013, the Debtors sought entry of an order seeking to appoint me as the FCR in these cases (the “Motion”) [Dkt. No. 30671]. In support of the Motion, I submitted a declaration pursuant to Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the “Rules”) [Dkt. No. 30671].

3. The Motion was granted pursuant to an interim order entered May 29, 2013 [Dkt. No. 30681], as amended on May 30, 2013, and which became final on June 14, 2013 [Dkt. No. 30689].

4. I retained Orrick, Herrington & Sutcliffe LLP (“Orrick”) as my bankruptcy counsel [Dkt. No. 30718], which retention was authorized by an Order entered on July 13, 2013, effective as of May 16, 2013 [Dkt. No. 30902].

5. The facts set forth in this First Supplemental Declaration are based upon my personal knowledge, upon records maintained by Orrick in the ordinary course of its business which have been reviewed by me and/or by others at Orrick at my direction, or upon information known to others at Orrick and conveyed to me.

5. I make this First Supplemental Declaration out of an abundance of caution, and not because I believe the matters set forth herein are within the scope of the Rules.

6. Kirkland & Ellis LLP ("Kirkland") is counsel to the Debtors in these chapter 11 bankruptcy proceedings. Orrick has been engaged by Kirkland on a matter regarding a financing which matter is completely unrelated to the Debtors, the FCR, and these chapter 11 cases.

7. I will use reasonable efforts to identify any additional relevant fact or relationship not previously disclosed. If any fact or relationship is discovered, I will, as soon as reasonably practicable, file additional supplemental declarations with the Court.

\* \* \* \* \*

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

/s/ Roger Frankel  
Roger Frankel  
Asbestos PI Future Claimants' Representative

Executed on January 21, 2014